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TRANSMITTAL LETTER

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97 NOV 20 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: COCOA BEACH NURSERY & POWER EQUIPMENT, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50.

FROM: David R. Patterson
277 N. Babcock St.
Melbourne, Fl 32935

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****122.50 ****122.50

will wait

Note: Please provide the original and one copy of the articles

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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P. Hall

NOV 20 1997

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COCOA BEACH NURSERY & POWER EQUIPMENT, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

COCOA BEACH NURSERY & POWER EQUIPMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

201 DOVER ST.
SATELLITE BEACH, FL 32937

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock with a \$5.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MICHAEL J VARCADIPANE
201 DOVER STREET
SATELLITE BEACH, FLORIDA 32937

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MICHAEL J VARCADIPANE, PRESIDENT
201 DOVER STREET
Satellite Beach, Fl 32937

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18TH day of November 1997.

Signature

Michael J Varcadipane

Articles of Incorporation

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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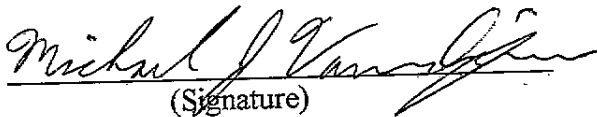
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is: COCOA BEACH NURSERY & POWER
EQUIPMENT, INC.
2. The name and address of the registered agent and office is:

Michael J Varcadipane
201 Dover Street
Satellite Beach, FL 32937

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete performance
of my duties, and I am familiar with and accept the obligations of my position as
registered agent.


(Signature)